

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DEAN & DELUCA NEW YORK, INC., <i>et al.</i> ,	:	Case No. 20-10916 (MEW)
.	:	
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Re: Docket No. 79

**ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF
CLAIM AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases (the “Chapter 11 Cases”), pursuant to section 502(b)(9) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order (this “Order”) (a) setting bar dates for creditors to submit Proofs of Claim in these chapter 11 cases, (b) approving procedures for submitting Proofs of Claim, (c) approving the Claim Form, and (d) approving the form of notice of the bar dates and manner of service thereof; all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and this Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b), and that the Debtors consent to entry of a final

¹ The Debtors in the Chapter 11 Cases and the last four digits of each Debtor's taxpayer identification number are as follows: Dean & Deluca New York, Inc. (3111); Dean & Deluca, Inc. (2998); Dean & Deluca Brands, Inc. (2878); Dean & Deluca International, LLC (8995); Dean & Deluca Small Format, LLC (1806); Dean & Deluca Atlanta, LLC (6678); Dean & Deluca Markets, LLC (2674). The registered address for the Debtors is 251 Little Falls Drive, Wilmington, Delaware 19808.

² Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

order under Article III of the United States Constitution; and this Court having found that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and this Court having reviewed the Motion and having heard statements in support of the Motion at a hearing held before this Court (the “Hearing”); and this Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation thereon and good and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors which arose on or prior to the filing of the Chapter 11 Cases shall file a proof of such claim in writing so that it is received on or before **July 10, 2020 at 11:59 p.m. (ET)**.
3. Notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before **September 28, 2020 at 11:59 p.m. (ET)**.
4. The following procedures for the filing of Proofs of Claim shall apply:
 - a. Proofs of Claim must: (i) be written in the English language; (ii) be denominated in the lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) conform substantially to the Claim Form or the Official Bankruptcy Form

410 (the “Official Form”);³ (iv) specify the name and case number of the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the alleged claim unless voluminous, in which case a summary or an explanation as to why such documentation is unavailable must be attached; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

- b. If a claimant asserts a claim against more than one Debtor or has claims against multiple Debtors, the claimant must file a separate Proof of Claim against each Debtor.
- c. A Proof of Claim is deemed to be timely filed only if it is **actually received** by the Debtors’ Court-approved claims and noticing agent, Stretto (“Stretto”), or by the Court by the applicable Bar Date as follows:

- i. Electronically, using the interface and forms available at:
<https://cases.stretto.com/DeanDeLuca>
- ii. By overnight courier or first class mail to:

Dean & DeLuca New York, Inc., et al. Claims Processing
c/o Stretto
8269 E. 23rd Ave, Ste 275
Denver, CO 80238

- iii. By hand delivery to:

Dean & DeLuca New York, Inc., et al. Claims Processing
c/o Stretto
8269 E. 23rd Ave, Ste 275
Denver, CO 80238

Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will not be accepted.

- d. Any person (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, or Governmental Units) that asserts a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date and (ii) the date that is thirty (30) days after the

³ The Official Form can be found at www.uscourts.gov/forms/bankruptcy-forms on the official website for the United States Courts. The Claim Form can be found at <https://cases.stretto.com/DeanDeLuca> on the website established by the Debtors for these Chapter 11 Cases.

entry of an order by the Court approving such rejection, or be forever barred from so filing. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date, pursuant to such executory contract or unexpired lease (other than a claim for rejection damages), must file a Proof of Claim for such unpaid amounts on or before the applicable Bar Date unless an exception identified in subsection (f) below applies.

- e. If the Debtors amend or supplement their Schedules after the Debtors' counsel give notice of the Bar Dates, to be mailed under the terms of this Proposed Order, the Debtors shall give notice of any amendment or supplement to the holders of any claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date and (ii) thirty (30) days from the date of such notice to file a Proof of Claim, or be forever barred from so filing.
- f. Proofs of Claim need not be filed as to the following types of claims:
 - i. Any claim as to which the holder has already filed a proof of claim against the Debtors in the above-captioned case in a form substantially similar to Official Bankruptcy Form No. 410, so long as the claimant does not wish to assert such claim against a Debtor who was not named in the original claim, in which case another Proof of Claim must be filed;
 - ii. Any claim that is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as "disputed", "contingent" or "unliquidated"; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
 - iii. Any claim that heretofore has been allowed by Order of this Court;
 - iv. Any claim that has been paid in full by any of the Debtors;
 - v. Any claim for which different specific deadlines have previously been fixed by this Court; or
 - vi. Any claim by a Debtor against another Debtor, or any claim by any of the non-debtor subsidiaries of Dean & DeLuca, Inc. having a claim against any of the Debtors.

5. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim who fails to timely file a Proof of Claim as provided herein shall (a) be forever barred, estopped, and enjoined from asserting such claims against the Debtors, their property, or their estates (or from submitting a Proof of Claim with respect thereto) and (b) not be treated as a creditor with respect to such claim for the purposes of voting and distribution with respect to any chapter 11 plan or plans of reorganization that may be filed in these Chapter 11 Cases.

6. The (a) proposed notice of the Bar Dates, substantially in the form annexed hereto as Annex I (the “Bar Date Notice”), (b) the proposed form for Proofs of Claim (the “Claim Form”), substantially in the form annexed hereto as Annex II, and (c) the proposed notice of the Administrative Expense Bar Date, substantially in the form annexed hereto as Annex III (the “Administrative Expense Bar Date Notice”) are approved.

7. Except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtors for which administrative expense priority is sought pursuant to 503(b)(9) of the Bankruptcy Code (an “Administrative Expense Claim”), shall file an application or motion seeking approval of the Administrative Expense Claim as provided below so that it is received on or before **July 10, 2020 at 11:59 p.m. (ET)**.

8. Applications or motions seeking approval of Administrative Expense Claims must be filed with the Court and delivered by first-class mail, overnight delivery, or hand delivery to the appropriate address below, so as to be received on or before **July 10, 2020 at 11:59 p.m. (ET)**:

- a. By overnight courier, first class mail, or hand delivery to:

Brown Rudnick LLP
c/o William R. Baldiga
Seven Times Square
New York, NY 10036

9. The following procedures are approved with respect to notice of the Bar Dates:
- a. Within the later of two (2) business days after entry of this Order and **seven (7) business days** after the Debtors file their Schedules with the Court, the Debtors shall cause to be mailed (i) the Claim Form and (ii) the Bar Date Notice to the following parties:
 - i. the United States Trustee;
 - ii. counsel to each official committee;
 - iii. all known holders of claims listed on the Schedules at the addresses stated therein or as updated pursuant to a request by any such creditor or by returned mail from the post office with a forwarding address;
 - iv. all parties actually known to the Debtors as having potential claims against any of the Debtors, which, for the avoidance of doubt, excludes any person or entity that holds an equity security interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred units, membership interests, partnership interests, warrants, options, or rights to purchase, sell, or subscribe to such a security or interest;
 - v. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein or as updated pursuant to a request by any such counterparty or by returned mail from the post office with a forwarding address;
 - vi. the attorneys of record to all parties to pending litigation against any of the Debtors (as of the date of the entry of the Proposed Order);
 - vii. the Internal Revenue Service and all applicable Governmental Units;
 - viii. all persons or entities that have filed claims (as of the date of the entry of the Proposed Order);
 - ix. all parties that have sent correspondence to the Court and that are listed on the Court's electronic docket (as of the date of the entry of the Proposed Order);

- x. all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of the entry of the Proposed Order); and
 - xi. such additional persons and entities as deemed appropriate by the Debtors.
- b. With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more Claim Forms indicating on such forms how the Debtors have scheduled such creditors' claims on the Schedules (including the identity of the applicable Debtor, the amount of such claims, and whether such claims have been scheduled as contingent, unliquidated, or disputed).
- c. The Debtors shall post the Claim Form, Bar Date Notice, and Administrative Expense Bar Date Notice on the website that has been established by Stretto for these Chapter 11 Cases:
<https://cases.stretto.com/DeanDeLuca>.

10. The Debtors shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in a publication that the Debtors determine is most likely to provide most of their creditors with publication notice, subject to applicable publication deadlines, at least thirty (30) days before the General Bar Date, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Dates and the Procedures for filing Proofs of Claim in these Chapter 11 Cases.

11. The Debtors may in their sole discretion, but shall not be required to, publish the Bar Date Notice in additional newspapers, trade journals, or similar publications.

12. The Debtors and Stretto are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

13. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all of the Debtors' creditors of their rights and obligations in connection with any potential claims that they may have against the Debtors in these Chapter 11 Cases.

14. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert any setoffs or defenses to any claim that may be filed in these Chapter 11 Cases, reflected in the Schedules, or otherwise.

15. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the deadline by which holders of claims not subject to the Bar Dates established herein must file Proofs of Claim against the Debtors or be forever barred from so filing.

16. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: May 27, 2020
New York, New York

/s/ Michael E. Wiles
THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

Annex I

Bar Date Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DEAN & DELUCA NEW YORK, INC., <i>et al.</i> ,	:	Case No. 20-10916 (MEW)
	:	
Debtors. ¹	:	(Jointly Administered)

NOTICE OF DEADLINES REQUIRING THE FILING OF PROOFS OF CLAIM

TO ALL PERSONS WITH CLAIMS AGAINST ANY DEBTOR SET FORTH BELOW

	Name of Debtor and Last Four Digits of Federal Tax Identification Number	Case No.
1	Dean & Deluca New York, Inc. (3111)	20-10916
2	Dean & Deluca, Inc. (2998)	20-10917
3	Dean & Deluca Brands, Inc. (2878)	20-10918
4	Dean & Deluca International, LLC (8995)	20-10919
5	Dean & Deluca Small Format, LLC (1806)	20-10920
6	Dean & Deluca Atlanta, LLC (6678)	20-10921
7	Dean & Deluca Markets, LLC (2674)	20-10922

The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) establishing **July 10, 2020 at 11:59 p.m. (ET)** as the last date and time for each person (as defined in section 101(41) of title 11 of the United States Code (the “Bankruptcy Code”), excluding governmental units (as defined Bankruptcy Code section 101(27), the “Governmental Units”) to file a proof of claim (each, a “Proof of Claim,” and collectively, the “Proofs of Claim”) in respect of any prepetition claim (as defined in Bankruptcy Code section 101(5)) (such deadline, the “General Bar Date”) against Dean & DeLuca New York, Inc. and the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”).

The General Bar Date and the procedures set forth below for filing Proofs of Claim (the “Procedures”) apply to all claims against the Debtors that arose before March 31, 2020 (the “Petition Date”), which was the date that the Debtors commenced their Chapter 11 Cases. Governmental Units have **until September 28, 2020 at 11:59 p.m. (ET)**. (the “Governmental

¹ The Debtors in the Chapter 11 Cases and the last four digits of each Debtor's taxpayer identification number are as follows: Dean & Deluca New York, Inc. (3111); Dean & Deluca, Inc. (2998); Dean & Deluca Brands, Inc. (2878); Dean & Deluca International, LLC (8995); Dean & Deluca Small Format, LLC (1806); Dean & Deluca Atlanta, LLC (6678); Dean & Deluca Markets, LLC (2674). The registered address for the Debtors is 251 Little Falls Drive, Wilmington, Delaware 19808.

Bar Date,” and, together with the General Bar Date, the “Bar Dates”) as the deadline to file Proofs of Claim against the Debtors.

17. WHO MUST FILE A PROOF OF CLAIM

You must file a Proof of Claim in order to vote on a chapter 11 plan filed by the Debtors or to be able to share in distributions from the Debtors’ estates if you have a claim that arose before the Petition Date, and it is not one of the types of claims described in section 4 below. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or before the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before the Petition Date.

Under Bankruptcy Code section 101(5) and as used in this notice, the word “claim” means a right to (a) payment, whether such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

18. WHAT TO FILE

The Debtors are enclosing a Proof of Claim form for use in these Chapter 11 Cases. If your claim is listed on the schedules of assets and liabilities filed by the Debtors (collectively, the “Schedules”), then the Proof of Claim form also sets forth the amount of your claim as listed on the Schedules, the specific Debtor against which the claim is scheduled, and whether the claim is scheduled as disputed, contingent, or unliquidated. You will receive a different Proof of Claim form for each claim listed in your name on the Schedules. You may utilize the Proof of Claim form(s) provided by the Debtors in order to file your claim(s). Additional Proof of Claim forms and instructions may be obtained at (a) the website established by the Debtors’ Court-approved claims and noticing agent, Stretto, located at <https://cases.stretto.com/DeanDeLuca> or (b) the Bankruptcy Court’s website located at www.uscourts.gov/forms/bankruptcy-forms.

All Proofs of Claim must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. All Proofs of Claim must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Petition Date). You should also attach to your completed Proof of Claim any documents on which such claim is based (if the supporting documentation is voluminous, attach a summary of such documentation instead) or an explanation as to why the supporting documents are not available.

All Proofs of Claim must not contain complete social security numbers or taxpayer identification numbers (include only the last four (4) digits of such numbers), complete birth dates (include only the relevant year), the names of any minors (include only such minors’ initials), or financial account numbers (include only the last four (4) digits of such numbers).

IF YOU ARE ASSERTING A CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE PROOFS OF CLAIM MUST BE FILED AGAINST EACH SUCH DEBTOR, AND YOU MUST IDENTIFY ON EACH PROOF OF CLAIM THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED AND THE CASE NUMBER OF THAT DEBTOR'S CHAPTER 11 CASE. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

19. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be received on or before July 10, 2020 at 11:59 p.m. (ET) (for all persons except Governmental Units), or so as to be received on or before September 27, 2020 at 11:59 p.m. (ET) (for all Governmental Units) using one of the methods as follows:

IF BY FIRST-CLASS MAIL OR OVERNIGHT DELIVERY:

Dean & DeLuca New York, Inc., et al. Claims Processing
c/o Stretto
8269 E. 23rd Ave, Ste 275
Denver, CO 80238

IF DELIVERED BY HAND:

US Bankruptcy Court
Southern District of New York
One Bowling Green Room 617
New York, NY 10004-1408

IF ELECTRONICALLY:

The website established by Stretto, using the interface available on such website located at <https://cases.stretto.com/DeanDeLuca> (the "Electronic Filing System").

All Proofs of Claim will be deemed filed only when **actually received** at one of the addresses listed above or via the Electronic Filing System on or before the applicable Bar Date.

PROOFS OF CLAIM MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR ELECTRONIC MAIL TRANSMISSION.

20. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM

Proofs of Claim need not be filed as to the following types of claims:

- a. Any claim as to which the holder has already filed a proof of claim against the Debtors in the above-captioned case in a form substantially similar to Official Bankruptcy Form No. 410, so long as the claimant does not wish to assert such claim against a Debtor who was not named in the original claim, in which case another Proof of Claim must be filed;

- b. Any claim that is listed on the Schedules filed by the Debtors, provided that (i) the claim is not scheduled as “disputed”, “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) the claimant does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. Any claim that heretofore has been allowed by Order of this Court;
- d. Any claim that has been paid in full by any of the Debtors;
- e. Any claim for which different specific deadlines have previously been fixed by this Court; or
- f. Any claim by a Debtor against another Debtor, or any claim by any of the non-debtor subsidiaries of Dean & DeLuca, Inc. having a claim against any of the Debtors.

This notice may be sent to many persons that have had some relationship with or have done some business with the Debtors, but that may not have an unpaid claim against the Debtors. The fact that you have received this notice does not mean that you have a claim against the Debtors or that the Bankruptcy Court or the Debtors believe that you have a claim against the Debtors.

21. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you hold a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before the date of entry of the Bar Date Order, then you must file a Proof of Claim by the applicable Bar Date. If you have a claim arising from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated after the date of entry of the Bar Date Order, then you must file a Proof of Claim with respect to such claim by the date fixed by the Bankruptcy Court in the applicable order authorizing rejection of such contract or lease as the deadline for filing a Proof of Claim. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a claim for rejection damages) must file a Proof of Claim for such amounts on or before the applicable Bar Date.

22. CONSEQUENCES OF THE FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN FULL IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH ALLEGED CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES AND FOR PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH ALLEGED CLAIM.

23. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as a holder of a claim against one or more of the Debtors on the Debtors' Schedules.

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim form(s) regarding the nature, amount, and status of your claim(s). If you received post-petition payments from the Debtors (as authorized by the Bankruptcy Court) on account of your claim(s), then the enclosed Proof of Claim form(s) should reflect the net amount of your claim(s). If the Debtors believe that you hold claims against more than one Debtor, then you will receive multiple Proof of Claim forms, each of which will reflect the nature, amount, and status of your claim against the applicable Debtor, as listed on the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed on the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified by the Debtors' Schedules, and if your claim is not described as disputed, contingent, or unliquidated, then you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, then you must do so before the applicable Bar Date, in accordance with the Procedures as set forth in this notice.

Copies of the Debtors' Schedules are available for inspection on the Bankruptcy Court's electronic docket for the Debtors' Chapter 11 Cases, which is posted on (a) the website established by Stretto for the Debtors' Chapter 11 Cases at <https://cases.stretto.com/DeanDeLuca> and (b) on the Bankruptcy Court's website at <http://www.nysb.uscourts.gov>. A login and password to the Bankruptcy Court's Public Access to Court Electronic Records ("PACER") are required in order to access this information through the Bankruptcy Court's website, and can be obtained through the PACER Service Center at <http://www.pacer.gov>. Copies of the Debtors' Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time), Monday through Friday at the Office of the Clerk of the Bankruptcy Court, located at One Bowling Green, New York, New York . 10004-1408. Copies of the Debtors' Schedules also may be obtained by sending a request to Stretto:

Dean & DeLuca New York, Inc., et al. Claims Processing
8269 E. 23rd Ave, Ste 275
Denver, CO 80238
Toll Free: (877) 220-9865
Email: teamdeandeluca@stretto.com

A HOLDER OF A POTENTIAL CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER OF SUCH A POTENTIAL CLAIM SHOULD FILE A PROOF OF CLAIM.

Dated: _____, 2020
New York, New York

Respectfully submitted,

BROWN RUDNICK LLP

By: _____
William R. Baldiga, Esq.
Bennett S. Silverberg, Esq.
Seven Times Square
New York, NY 10036
wbaldiga@brownrudnick.com
bsilverberg@brownrudnick.com
Telephone: (212) 209-4800
Facsimile: (212) 209-4801

and

Tristan G. Axelrod, Esq. (*Pro Hac Vice*)
One Financial Center
Boston, MA 02111
taxelrod@brownrudnick.com
Telephone: (617) 856-8200
Facsimile: (617) 856-8201

*Counsel for Debtors
and Debtors-in-Possession*

Annex II

Claim Form

Fill in this information to identify the case:

Name of Debtor & Case Number:

- Dean & DeLuca New York, Inc. (Case No. 20-10916)
- Dean & DeLuca, Inc. (Case No. 20-10917)
- Dean & DeLuca Brands, Inc. (Case No. 20-10918)
- Dean & DeLuca International, LLC (Case No. 20-10919)

- Dean & DeLuca Small Format, LLC (Case No. 20-10920)
- Dean & DeLuca Atlanta, LLC (Case No. 20-10921)
- Dean & DeLuca Markets, LLC (Case No. 20-10922)

United States Bankruptcy Court for the Southern District of New York

Official Form 410
Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?

Name of the current creditor (the person or entity to be paid for this claim) _____
Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?

- No
- Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

Name _____

Name _____

Street Address _____

Street Address _____

City _____ State _____ ZIP Code _____

City _____ State _____ ZIP Code _____

Contact phone _____

Contact phone _____

Contact email _____

Contact email _____

4. Does this claim amend one already filed?

- No
- Yes. Claim number on court claims registry (if known) _____

Filed on _____
MM / DD / YYYY

5. Do you know if anyone else has filed a proof of claim for this claim?

- No
- Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$_____ Does this amount include interest or other charges? No Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No Yes. The claim is secured by a lien on property. Nature of property: Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim. Motor vehicle Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$_____ Amount of the claim that is secured: \$_____ Amount of the claim that is unsecured: \$_____ (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$_____ Annual Interest Rate (when case was filed) _____% Fixed Variable

10. Is this claim based on a lease? No Yes. Amount necessary to cure any default as of the date of the petition. \$_____

11. Is this claim subject to a right of setoff? No Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

- No
 Yes. *Check all that apply:*

Amount entitled to priority

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

- Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). \$ _____
- Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). \$ _____
- Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). \$ _____
- Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). \$ _____
- Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). \$ _____
- Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies. \$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date _____
 MM / DD / YYYY

 Signature

Print the name of the person who is completing and signing this claim:

Name _____
 First name Middle name Last name

Title _____

Company _____
 Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
 Number Street

 City State ZIP Code

Contact phone _____ Email _____

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both.
18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or go to <https://cases.stretto.com/DeanDeLuca/claims>

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate.
11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy.
11 U.S.C. §101 (5). A claim may be secured or unsecured.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Uniform claim identifier: An optional 24-character identifier that some creditors use to facilitate electronic payment.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Do not file these instructions with your form.

Annex III

Administrative Expense Bar Date Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	Chapter 11
	:	
DEAN & DELUCA NEW YORK, INC., <i>et al.</i> ,	:	Case No. 20-10916 (MEW)
	:	
Debtors. ¹	:	(Jointly Administered)

NOTICE OF ADMINISTRATIVE EXPENSE CLAIMS BAR DATE

TO ALL PERSONS WITH CLAIMS AGAINST ANY DEBTOR SET FORTH BELOW

	Name of Debtor and Last Four Digits of Federal Tax Identification Number	Case No.
1	Dean & Deluca New York, Inc. (3111)	20-10916
2	Dean & Deluca, Inc. (2998)	20-10917
3	Dean & Deluca Brands, Inc. (2878)	20-10918
4	Dean & Deluca International, LLC (8995)	20-10919
5	Dean & Deluca Small Format, LLC (1806)	20-10920
6	Dean & Deluca Atlanta, LLC (6678)	20-10921
7	Dean & Deluca Markets, LLC (2674)	20-10922

The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) has entered an order (the “Bar Date Order”) establishing established **July 10, 2020 at 11:59 p.m. (ET)** as the last date and time for each person to file an Administrative Expense Claim based on claims arising under 11 U.S.C. § 503(b)(9) (the “Administrative Expense Bar Date”) against Dean & DeLuca New York, Inc. and the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (collectively, the “Chapter 11 Cases”).

The Administrative Expense Bar Date and the procedures set forth below for filing an Administrative Expense Claim (the “Procedures”) apply to all claims against the Debtors that arose or accrued after March 31, 2020 (the “Petition Date”), which was the date that the Debtors commenced their Chapter 11 Cases, through and including the date of this notice. The Administrative Expense Bar Date applies to all such Administrative Expense Claims whether or not such Administrative Expense Claims continue to accrue after the date of this notice.

¹ The Debtors in the Chapter 11 Cases and the last four digits of each Debtor's taxpayer identification number are as follows: Dean & Deluca New York, Inc. (3111); Dean & Deluca, Inc. (2998); Dean & Deluca Brands, Inc. (2878); Dean & Deluca International, LLC (8995); Dean & Deluca Small Format, LLC (1806); Dean & Deluca Atlanta, LLC (6678); Dean & Deluca Markets, LLC (2674). The registered address for the Debtors is 251 Little Falls Drive, Wilmington, Delaware 19808.

Under Bankruptcy Code section 101(5) and as used in this notice, the word “claim” means a right to (a) payment, whether such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

24. WHAT IS AN ADMINISTRATIVE EXPENSE CLAIM

As used herein, the term “Administrative Expense Claim” means a claim allowable under Bankruptcy Code section 503(b)(9) from the Petition Date through and including the date of this notice. For the avoidance of doubt, such Administrative Expense Claims shall not include (x) claims for the fees and expenses of professionals retained in these chapter 11 cases or professionals requesting compensation pursuant to sections 326, 327, 328, 330, 331, 363 and 503(b) of the Bankruptcy Code, or (y) any claims arising under sections 507(a) or 503(b) of the Bankruptcy Code, other than section 503(b)(9).

25. WHAT TO FILE

A creditor may seek payment of an Administrative Expense Claim only through either a written application or written motion filed with Bankruptcy Court.

IF YOU ARE ASSERTING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST MORE THAN ONE DEBTOR, SEPARATE APPLICATIONS OR MOTIONS MUST BE FILED AGAINST EACH SUCH DEBTOR. A LIST OF THE NAMES OF THE DEBTORS AND THEIR CASE NUMBERS IS SET FORTH ABOVE.

26. WHEN AND WHERE TO FILE

Any Administrative Expense Claim must be filed with the Bankruptcy Court and delivered by first-class mail, overnight delivery, or hand delivery to Debtors’ counsel at the appropriate address below, so as to be received on or before **July 10, 2020 at 11:59 p.m. (ET):**

IF BY FIRST-CLASS MAIL, OVERNIGHT DELIVERY OR HAND DELIVERY:

Brown Rudnick LLP
c/o William R. Baldiga
Seven Times Square
New York, NY 10036

27. WHO DOES NOT NEED TO FILE AN ADMINISTRATIVE EXPENSE CLAIM

Administrative Expense Claims need not be filed on or before the Administrative Expense Bar Date if such claim:

- a. has already been filed against a Debtor;
- b. has been paid in full;
- c. has been allowed by an order of the Bankruptcy Court;
- d. is subject to a separate deadline to file a Proof of Claim fixed by the Bankruptcy Court; or
- e. is a claim for payment of fees or expenses incurred by a professional retained under the Bankruptcy Code.

This notice may be sent to many persons that have had some relationship with or have done some business with the Debtors, but that may not have an administrative expense claim against the Debtors. The fact that you have received this notice does not mean that you have an administrative expense claim against the Debtors or that the Bankruptcy Court or the Debtors believe that you have an administrative expense claim against the Debtors.

28. CONSEQUENCES OF THE FAILURE TO FILE AN ADMINISTRATIVE EXPENSE CLAIM BY THE ADMINISTRATIVE EXPENSE BAR DATE

ANY HOLDER OF AN ADMINISTRATIVE EXPENSE CLAIM THAT FAILS TO TIMELY FILE AN APPLICATION OR MOTION FOR THE ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH ALLEGED CLAIM FOR THE PURPOSES OF VOTING ON ANY PLAN OF REORGANIZATION FILED IN THESE CHAPTER 11 CASES AND FOR PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH ALLEGED CLAIM.

A HOLDER OF A POTENTIAL CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER OF SUCH A POTENTIAL CLAIM SHOULD FILE AN APPLICATION OR MOTION FOR THE ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM.

Dated: Respectfully submitted,

_____, 2020
New York,
New York

BROWN RUDNICK LLP

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*Counsel for Debtors
and Debtors-in-Possession*